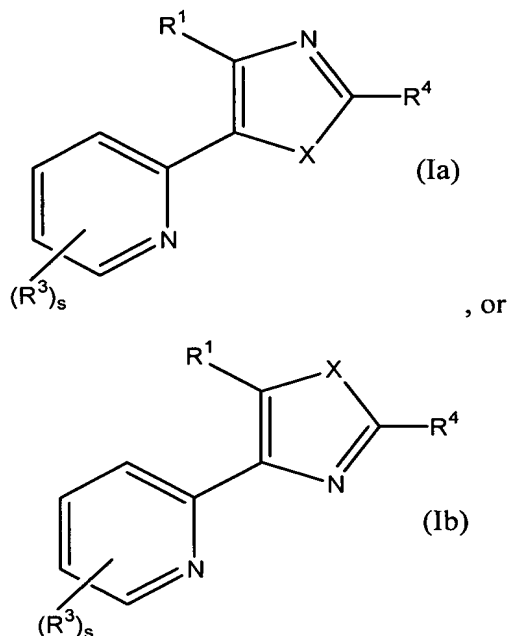


AMENDMENTS TO THE CLAIMS

1. (ORIGINAL) A compound of formula (Ia) or (Ib):



or a pharmaceutically acceptable salt, prodrug, hydrate, tautomer or solvate thereof, wherein:

X is O or S;

R^1 is a saturated, unsaturated, or aromatic C_3 - C_{20} mono-, bi- or polycyclic ring optionally containing at least one heteroatom selected from the group consisting of N, O and S, wherein R^1 can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C_1 - C_6)alkyl, perhalo(C_1 - C_6)alkyl, perhalo(C_1 - C_6)alkoxy, (C_1 - C_6)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, hydroxy, oxo, mercapto, (C_1 - C_6)alkylthio, (C_1 - C_6)alkoxy, (C_5 - C_{10})aryl or (C_5 - C_{10})heteroaryl, (C_5 - C_{10})aryloxy or (C_5 - C_{10})heteroaryloxy, (C_5 - C_{10})ar(C_1 - C_6)alkyl or (C_5 - C_{10})heteroar(C_1 - C_6)alkyl, (C_5 - C_{10})ar(C_1 - C_6)alkoxy or (C_5 - C_{10})heteroar(C_1 - C_6)alkoxy, HO-(C=O)-, ester, amido, ether, amino, amino(C_1 - C_6)alkyl, (C_1 - C_6)alkylamino(C_1 - C_6)alkyl, di(C_1 - C_6)alkylamino(C_1 - C_6)alkyl, (C_5 - C_{10})heterocyclyl(C_1 - C_6)alkyl, (C_1 - C_6)alkyl- and di(C_1 - C_6)alkylamino, cyano, nitro, carbamoyl, (C_1 - C_6)alkylcarbonyl, (C_1 - C_6)alkoxycarbonyl, (C_1 - C_6)alkylaminocarbonyl, di(C_1 - C_6)alkylaminocarbonyl, (C_5 - C_{10})arylcarbonyl, (C_5 - C_{10})aryloxycarbonyl, (C_1 - C_6)alkylsulfonyl, and (C_5 - C_{10})arylsulfonyl;

each R^3 is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkyl HN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-[(((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-(((C₁-C₆)alkyl)-N)-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-,

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R^3 is optionally substituted by at least one substituent independently selected from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, and (C₁-C₆)alkylHN-;

s is an integer from one to five;

R^4 is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-((C₁-C₆)alkyl)-N-, phenyl-(C=O)-NH-, phenyl-(C=O)-((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-((C₁-C₆)alkyl)-N)-(C=O)-, (C₅-C₁₀)heteroaryl-NH-

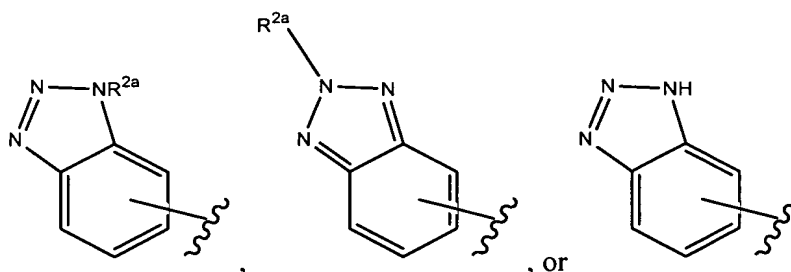
(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-,

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R⁴ is optionally substituted by at least one substituent independently selected from the group consisting of (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph (CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₅-C₁₀)heteroaryl and (C₅-C₁₀)heterocyclyl; with the proviso that when R⁴ is a substituted phenyl moiety, then (a) R¹ is not naphthyl, phenyl or anthracenyl and (b) if R¹ is a phenyl fused with an aromatic or non-aromatic cyclic ring of 5-7 members wherein said cyclic ring optionally contains up to three heteroatoms independently selected from N, O and S, then the fused cyclic ring of said R¹ moiety is substituted;

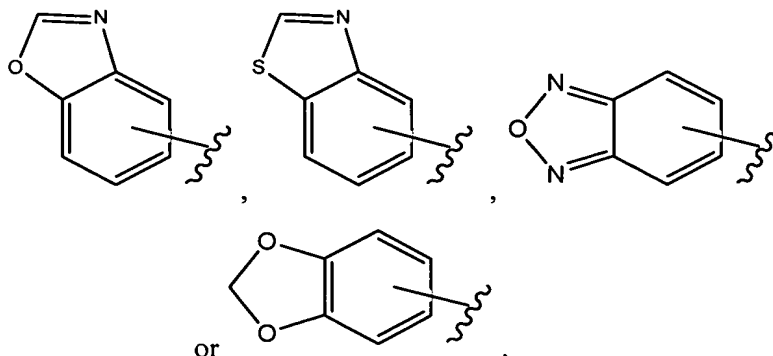
with the proviso that when R⁴ is NH₂ and X is S, then R¹ is not an amino-substituted pyridyl or pyrimidinyl moiety; and

with the proviso that when in formula (Ia) R⁴ is CH₃ and X is S, R¹ is not a 3, 4-dimethoxy substituted phenyl moiety.

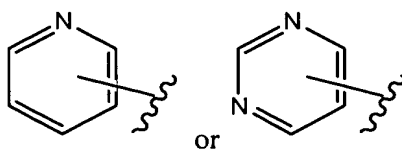
2. (ORIGINAL) A compound of claim 1, wherein R¹ is



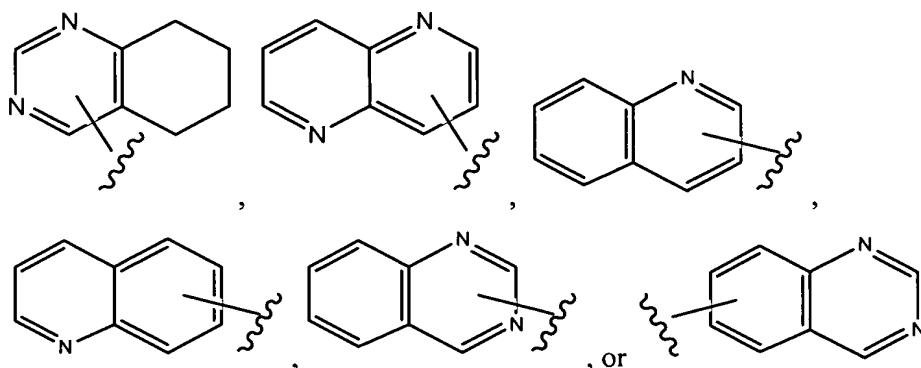
3. (ORIGINAL) A compound of claim 1, wherein R¹ is



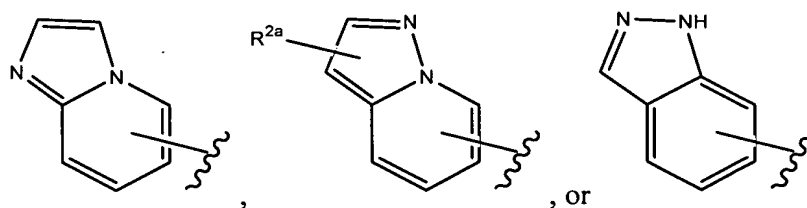
4. (ORIGINAL) A compound of claim 1, wherein R¹ is



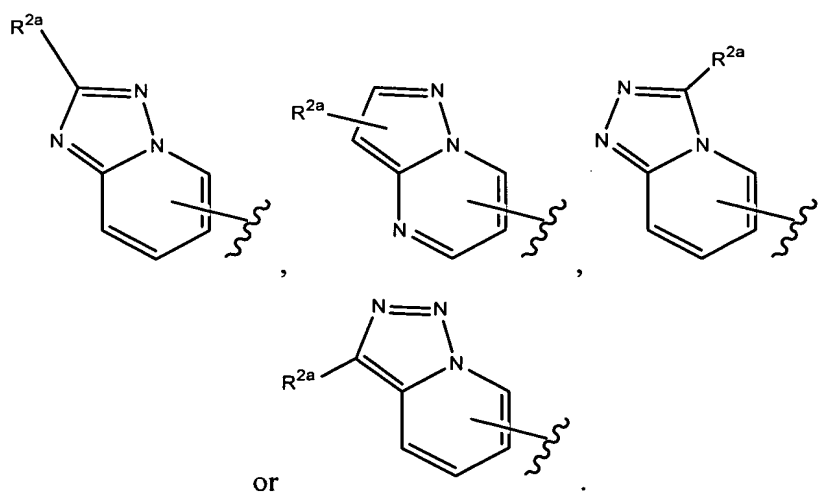
5. (ORIGINAL) A compound of claim 1, wherein R¹ is



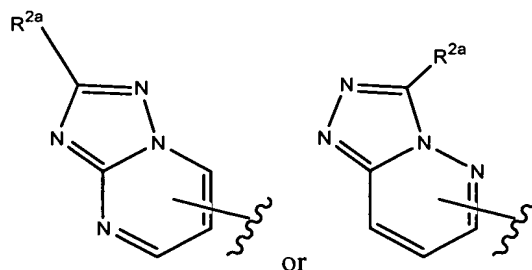
6. (ORIGINAL) A compound of claim 1, wherein R¹ is



7. (ORIGINAL) A compound of claim 1, wherein R¹ is



8. (ORIGINAL) A compound of claim 1, wherein R¹ is



9. (ORIGINAL) A compound of claim 1, wherein X is O; s is one to two; R³ is hydrogen or (C₁-C₆)alkyl; and R⁴ is H, (C₁-C₆)alkyl, or amino.

10. (ORIGINAL) A compound of claim 1, wherein X is S; s is one to two; R³ is hydrogen or (C₁-C₆)alkyl; and R⁴ is H, (C₁-C₆)alkyl, or amino.

11. (ORIGINAL) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

12. (CURRENTLY AMENDED) A method of ~~preventing or~~ treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 1 to the animal or human suffering from the TGF-related disease state selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.

13. (CANCELED)